

ORIGINAL

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

AMENDMENT TO "NO DRILL" OIL AND GAS LEASE

STATE OF Texas §
 § **KNOW ALL MEN BY THESE PRESENTS:**
 COUNTY OF TARRANT §

WHEREAS, reference is hereby made to that certain "No Drill" Oil and Gas Lease (the "Lease") dated the 19th day of April, 2007 by and between Mansfield Independent School District, whose address is 605 E. Broad Street, Mansfield, Texas, 76063, (the "Lessor"), and Chesapeake Exploration Limited Partnership, predecessor in interest to Chesapeake Exploration, L.L.C. (the "Lessee") whose address is P.O. Box 18496, Oklahoma City, Oklahoma, 73154, as evidenced by a Memorandum of "No Drill" Oil and Gas Lease (the "Memorandum") recorded as Document Number D207174413 in the Real Property Records of Tarrant County, Texas.

WHEREAS, The Lease covers lands located in Tarrant County, Texas, described in Exhibit "A" attached hereto.

WHEREAS, Lessor and Lessee desire to amend the Lease for the purpose of replacing the Carol Elementary School tract legal description described in Exhibit "A" attached thereto, amend the Lease by adding a provision for additional lands, and to amend the Lease, effective when originally executed, by adding a provision, whereby, Lessor lets to Lessee the Corrected Acreage, and Additional Acreage, each hereinafter defined.

NOW THEREFORE, for and in consideration of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged and confessed, Lessor and Lessee hereby amend the Lease as follows:

No. 1 of Exhibit "A" to the Lease reads as follows:

1. Carol Holt Elementary School – 7343 Ledbetter Road, Arlington, Texas, 76001. Being 12.404 acres of land located in the John Wheat Survey, Abstract No. 1678, Tarrant County, Texas, being a portion of the 71.383 acre tract of land to Carma E. Pruett described in the Agreement Partitioning certain Community Property of James R. Pruett and Carma E. Pruett recorded in Volume 9742, Page 1258, Deed Records, Tarrant County, Texas

The above paragraph No. 1 of Exhibit "A" to the Lease is hereby deleted in its entirety and the following paragraph is added in place (the "Corrected Acreage"):

1. Carol Holt Elementary School – 7343 Ledbetter Road, Arlington, Texas, 76001. Being 12.404 acres, more or less, out of the John Wheat Survey, Abstract No. 1678, Tarrant County, Texas, being Lot 18, John Wheat Addition, an Addition to the City of Arlington, Tarrant County, Texas, according to the plat thereof, dated December 1, 2005, recorded at Cabinet A, Slide 10748, Plat Records, Tarrant County, Texas, and any oil, gas or other minerals owned or claimed by Lessor under roads or rights of way adjacent or contiguous to the property described in this paragraph 1.

The following paragraphs are hereby added to the Lease:

Furthermore, the Lessor does hereby grant, demise, lease and let unto Lessee the Corrected Acreage as if said Corrected Acreage were included in the Lease (when originally executed) subject to and in accordance with all of the terms and provisions of said Lease.

It is understood and agreed by all parties hereto that in all other respects, said Lease and the prior provisions thereto, shall remain in full force and effect and each of the undersigned does hereby ratify and confirm said Lease as hereby amended.

This agreement shall be binding upon and inure to the benefit of the parties hereto, their respective heirs, legal representatives, successors and assigns.


This agreement may be executed in multiple counterparts, each of which, when so executed shall be deemed an original; and all such counterparts, when taken together, shall constitute one in the same instrument.

EXECUTED this 11th day of June, 2009, but for all purposes effective April 19, 2007.

SIGNATURE PAGE FOLLOWS

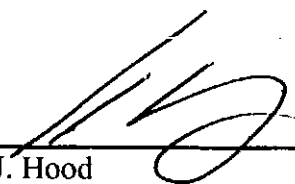
Lessor:

Mansfield Independent School District

By: 
Gale E. Moericke, Jr.
President, Board of Trustees

Lessee:

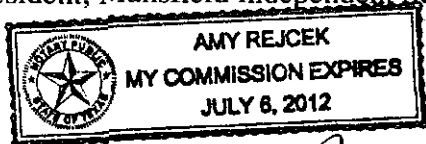
Chesapeake Exploration, L.L.C.
An Oklahoma Limited Liability Company

By: 
Henry J. Hood
Sr. Vice President – Land
and Legal & General Counsel *gm*
By [initials]

ACKNOWLEDGMENTS

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

This instrument was acknowledged before me on June 16, 2009, by Gale E. Moericke, Jr., President, Mansfield Independent School District Board of Trustees.



My Commission Expires: July 6, 2012


Notary Public

STATE OF OKLAHOMA §
 §
 COUNTY OF Oklahoma §

Before me, the undersigned, a Notary Public in and for said County and State, on this 24th day of June, 2009, personally appeared Henry J. Hood, Senior Vice President – Land and Legal & General Counsel of Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument and acknowledged to me that he executed the same as his free and voluntary act and deed and as the free and voluntary act and deed of such limited liability company, for the uses and purposes therein set forth.

Given under my hand and seal the day and year last above written.



Elizabeth Christianson
 Notary Public

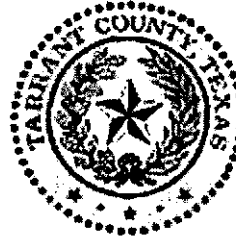
My Commission Expires: _____
 My Commission Number: _____

Exhibit A – Northwest Sector Property Listing

- ① **Carol Holt Elementary School** – 7343 Ledbetter Road, Arlington, Texas 76001. Being 12.404 acres of land located in the John Wheat Survey, Abstract No. 1678, Tarrant County, Texas, being a portion of the 71.383 acre tract of land to Carma E. Pruett described in the Agreement Partitioning certain Community Property of James R. Pruett and Carma E. Pruett recorded in Volume 9742, Page 1258, Deed Records, Tarrant County, Texas.
- ② **Mansfield Summit High School** – 1071 West Turner Warnell Road, Arlington, Texas 76001. Being 60.917 acres of land, more or less, situated in the T.O. Harris Survey, Abstract No. 645 in the City of Arlington, Tarrant County, Texas, being out of a 264.969 acre tract of land described in deed to Sunbelt Land Development, recorded in Volume 10264, Pages 2222 of the Deed Records of Tarrant County, Texas.
- ③ **Roberta Tipps Elementary School** – 3001 North Walnut Creek Drive, Mansfield, Texas 76063. Being 15.075 acres of land located in the T.O. Harris Survey, Abstract No. 645, Tarrant County, Texas, being a portion of the tract of land described in the deed to Lennar Homes of Texas Land and Construction, Ltd., a Texas limited partnership, recorded in Volume 14258, Page 137, Deed Records, Tarrant County, Texas.
- ④ **Brooks Wester Middle School** – 1520 North Walnut Creek Drive, Mansfield, Texas 76063. Being 40 acres of land, more or less, out of the Henry McGehee Survey in Tarrant County, Texas; and being part of the land described in deed from Troy Hackler to John D. Stufflebeme, dated August 4, 1958, recorded in Vol. 3233, Page 515, Deed Records, Tarrant County, Texas, and part of the land described in deed from W.J. Hutcheson to John D. Stufflebeme dated January 7, 1959, recorded in Volume 3280, Page 210, Deed Records, Tarrant County, Texas; and being 11.38 acres, more or less, situated in the Henry McGehee Survey, Abstract 998 also being part of the 667.74 acre tract of land deeded to Mansfield-Walnut Creek Development Corporation in Volume 5975, Page 466 County Records, Tarrant County, Texas; and being .196 acres of land, more or less, described in deed as Lot 41, Block 11 of Walnut Creek North, Phase 11, an addition to the City of Mansfield, Tarrant County, Texas, according to the plat thereof recorded in Cabinet A, Slide 4769 of the Plat Records of Tarrant County, Texas.
- ⑤ **Glen Harmon Elementary School**– 5700 Petra Drive, Arlington, Texas 76017. Being 10 acres of land, more or less, in the R. Medlin Survey, Abstract No. 1044 and being the same as Lot 1, Block 4R of Collingwood Village III, an addition to the City of Arlington, Texas, according to the Map or Plat thereof recorded in Volume 388-One hundred seventy-four, Page 29 of the Deed Records of Tarrant County, Texas.
- ⑥ **Charlotte Anderson Elementary School**– 5615 Fox Hunt Drive, Arlington, Texas 76017. Being 10.415 acres of land and being the same as Lot A, Block 7, Turf Club Estates, Section Three, an Addition to the City of Arlington, in Tarrant County, Texas, according to Plat recorded in Volume 388-168, Page 19, Plat Records, Tarrant County, Texas.

- ⑦ **Cross Timbers Intermediate School** – 2934 Russell Road, Arlington, Texas 76001. Being 16.759 acres of land, more or less, in the John Wheat Survey, Abstract No. 1678, Arlington, Tarrant County, Texas, and being that tract of land described in deed to Douglas Wynn, Jr., recorded in Volume 3704, Page 354, Deed Records, Tarrant County, Texas.
- ⑧ **D.P. Morris Elementary School** – 7900 Tin Cup Drive, Arlington, Texas 76001. Being 11.015 acres of land, more or less, situated in the T.O. Harris Survey, Abstract No. 645, in Arlington, Tarrant County, Texas, according to the deed recorded in Volume 12483, Page 367 of the Deed Records of Tarrant County, Texas.
- ⑨ **Kenneth Davis Elementary School** – 900 Eden Road, Arlington, Texas 76001. Being 17.238 acres of land situated in the T.O. Harris Survey, Abstract No. 645, Arlington, Tarrant County, Texas, and being the same as Lot 40, T.O. Harris Addition as recorded in Cabinet A, Slide 5872, Plat Records, Tarrant County, Texas.
- ⑩ **T.A. Howard Middle School** – 7501 Calender Road, Arlington, Texas 76001. Being 38.73 acres of land, more or less, in the John Wheat Survey, Abstract No. 1278, City of Arlington, Tarrant County, Texas, and being described in deed to Mansfield Independent School District recorded in Volume 8016, Page 538 of the Deed Records of Tarrant County, Texas.

Should you need to review the metes and bounds description of properties they are available at the Administration Building at 605 E. Broad Street Mansfield, Texas, in the office of the Associate Superintendent for Business.



DALE RESOURCES LLC
2100 ROSS AVE STE 1870 LB-9

DALLAS TX 75201

Submitter: DALE RESOURCES LLC

SUZANNE HENDERSON
TARRANT COUNTY CLERK
TARRANT COUNTY COURTHOUSE
100 WEST WEATHERFORD
FORT WORTH, TX 76196-0401

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 07/22/2009 08:42 AM
Instrument #: D209195306
LSE 7 PGS \$36.00

By: _____



D209195306

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE
OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR
RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

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